

# **EXHIBIT 1**

**Form 205**  
(Revised 05/11)

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: \$300**



This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

**JUN 01 2017**

**Corporations Section**

**Certificate of Formation  
Limited Liability Company**

**Article 1 – Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

AGIS Software Development LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

**Article 2 – Registered Agent and Registered Office**

(See instructions. Select and complete either A or B and complete C.)

- A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Corporation Service Company

OR

- B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
211 E. 7th Street, Suite 620	Austin	TX	78701-3218
Street Address	City	State	Zip Code

C. The business address of the registered agent and the registered office address is:

**Article 3—Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person.)

- A. The limited liability company will have managers. The name and address of each initial manager are set forth below.
- B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

**GOVERNING PERSON 1**

NAME (Enter the name of either an individual or an organization, but not both.)  
IF INDIVIDUAL

First Name	M.I.	Last Name	Suffix
AGIS Holdings Inc.			
Organization Name			
ADDRESS			
192 Lighthouse Dr.	Jupiter	FL	USA 33469
Street or Mailing Address	City	State	Country Zip Code

**GOVERNING PERSON 2**

NAME (Enter the name of either an individual or an organization, but not both.)  
**IF INDIVIDUAL**

*First Name*

*M.I.*

*Last Name*

*Suffix*

**OR**

**IF ORGANIZATION**

*Organization Name*

**ADDRESS**

*Street or Mailing Address*

*City*

*State*

*Country*

*Zip Code*

**GOVERNING PERSON 3**

NAME (Enter the name of either an individual or an organization, but not both.)  
**IF INDIVIDUAL**

*First Name*

*M.I.*

*Last Name*

*Suffix*

**OR**

**IF ORGANIZATION**

*Organization Name*

**ADDRESS**

*Street or Mailing Address*

*City*

*State*

*Country*

*Zip Code*

**Article 4 – Purpose**

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

**Supplemental Provisions/Information**

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

**Organizer**

The name and address of the organizer:

Thomas C. Meriam

*Name*

620 Eighth Ave., Floor 24

*Street or Mailing Address*

New York

*City*

NY 10018

*State Zip Code*

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: June 1, 2017



Signature of organizer

Thomas C. Meriam

Printed or typed name of organizer

Form 401-A  
(Revised 12/09)



**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

**Acceptance of Appointment and Consent to Serve as Registered Agent**

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for

*Name of represented entity*

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

x:

*Signature of registered agent*

*Printed name of registered agent*

*Date (mm/dd/yyyy)*

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

**Acceptance of Appointment and Consent to Serve as Registered Agent**

I am authorized to act on behalf of Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company  
*Name of organization designated as registered agent*

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

**AGIS SOFTWARE DEVELOPMENT LLC**

*Name of represented entity*

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

x: By:

*Signature of person authorized to act on behalf of organization*  
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

Brian Courtney,  
Asst. Vice President

6/01/2017

*Printed name of authorized person*  
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

*Date (mm/dd/yyyy)*